

**ATTACHMENT B**

**Articles of Incorporation,  
Authority to Transact Business in Illinois,  
and  
Contract with Underlying Carrier**

**ATTACHMENT B1**

**Articles of Incorporation**

Exhibit A

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
EPANA NETWORKS, INC.**

**ARTICLE I**

The name of this corporation is "Epana Networks, Inc."

**ARTICLE II**

The address of this corporation's registered office in the State of Delaware is 9 East Loockerman Street, Suite 1B in the City of Dover, County of Kent. The name of the corporation's registered agent at such address is National Registered Agents, Inc.

**ARTICLE III**

The nature of the business or purposes to be conducted or promoted by this corporation are to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

**ARTICLE IV**

This corporation is authorized to issue one class of stock to be designated "Common Stock." The total number of shares which this corporation is authorized to issue is One Thousand (1,000) shares of Common Stock, par value \$0.0001 per share.

**ARTICLE V**

Except as otherwise provided in this Certificate of Incorporation, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors of this corporation is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of this corporation.

**ARTICLE VI**

The number of directors of this corporation shall be determined in the manner set forth in the Bylaws of this corporation.

## ARTICLE VII

Elections of directors need not be by written ballot unless the Bylaws of this corporation shall so provide.

## ARTICLE VIII

Meetings of the stockholders of this corporation may be held within or without the State of Delaware, as the Bylaws may provide. The books of this corporation may be kept (subject to any provision contained in applicable statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors of this corporation or in the Bylaws of this corporation.

## ARTICLE IX

A director of this corporation shall not be personally liable to this corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to this corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the Delaware General Corporation Law is amended after approval by the stockholders of this Article IX to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law as so amended.

Any repeal or modification of the foregoing provisions of this Article IX by the stockholders of this corporation shall not adversely affect any right or protection of a director of this corporation existing at the time of, or increase the liability of any director of this corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

## ARTICLE X

This corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

**ATTACHMENT B2**

**Authority to Transact Business in Illinois**



## OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

DECEMBER 21, 2005

6208-256-9

CSC NETWORKS  
801 ADLAI STEVENSON DR  
SPRINGFIELD, IL 62703

RE EPANA NETWORKS, INC.

DEAR SIR OR MADAM:

ENCLOSED YOU WILL FIND THE LICENSE FOR THE ABOVE NAMED CORPORATION TO  
TRANSACTION BUSINESS IN THIS STATE.

FEES IN THIS CONNECTION HAVE BEEN RECEIVED AND CREDITED.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE  
COUNTY IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED.

SINCERELY YOURS,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE  
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES  
CORPORATION DIVISION  
TELEPHONE (217) 782-6961

JW:CD

APPLICATION FOR REINSTATEMENT  
DOMESTIC/FOREIGN CORPORATIONS

Business Corporation Act

Jesse White, Secretary of State

Department of Business Services

Springfield, IL 62756

Foreign (217) 782-1837

Domestic (217) 785-5762

Domestic (217) 782-5797

www.cyberdriveillinois.com

Remit payment in the form of a cashier's

check, certified check, money order

or an Illinois attorney's or CPA's check

payable to the Secretary of State.

DEC 21 2005

FILED

JESSE WHITE  
SECRETARY OF STATEFile # W2083569 Filing Fee: \$200.00 Approved: lt

1. (a) Corporate name as of the date of issuance of the certificate of dissolution or revocation:

Epana Networks, Inc.

(b) Corporate name if changed (note 2):

(c) If a foreign corporation having authority under an assumed corporate name restriction, the assumed corporate name (note 3):

2. State of incorporation: Delaware3. Date that the certificate of dissolution or revocation was issued: July 1, 20054. Name and address of the Illinois registered agent and the Illinois registered office, upon reinstatement:  
NOTICE: Completion of item #4 does not constitute a registered agent or office change. (note 4)

Registered Agent

National Registered Agents, Inc.

Last Name

Registered Office

208 South Lasalle Street

Number

Street

Suite #

(A.P.O. BOX ALONE IS NOT ACCEPTABLE)

City

Chicago

ZIP Code

60604IL

County

Cook

5. This application is accompanied by all delinquent report forms together with the filing fees, franchise taxes, license fee and penalties required. (note 1)

6. The undersigned corporation has caused this application to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in BLACK INK.)

Dated

November 28, 2005

By

(Any Authorized Officer's Signature)

[Signature]Daniel M. Marlo, Secretary

(Print name and title)

Epana Networks, Inc.  
(Exact Name of Corporation)



## OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

DECEMBER 21, 2005

6208-256-9

CSC NETWORKS  
801 ADLAI STEVENSON DR  
SPRINGFIELD, IL 62703

RE EPANA NETWORKS, INC.

DEAR SIR OR MADAM:

APPLICATION TO ADOPT AN ASSUMED NAME HAS BEEN PLACED ON FILE AND THE CORPORATION CREDITED WITH THE REQUIRED FEE.

THE DUPLICATE COPY IS ENCLOSED.

SINCERELY,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE  
SECRETARY OF STATE  
DEPARTMENT OF BUSINESS SERVICES  
CORPORATION DIVISION  
TELEPHONE (217) 782-6961

JW:CD



Form **BCA-4.15/4.20**

(Rev. Jan. 2003)

Jesse White  
Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-9520  
www.cyberdriveillinois.com

Remit payment in check or money  
order, payable to "Secretary of State".

**APPLICATION TO ADOPT,  
CHANGE OR CANCEL,  
AN ASSUMED CORPORATE NAME**

**FILED****DEC 21 2005**JESSE WHITE  
SECRETARY OF STATE

File #

0208 256 9

SUBMIT IN DUPLICATE

This space for use by  
Secretary of State

Date

12-21-05

Filing Fee

(See Note Below)  
Approved: *lt*

150.00

1. CORPORATE NAME: Epana Networks, Inc.2. State or Country of Incorporation: Delaware3. Date incorporated (if an Illinois corporation) or date authorized to transact business in Illinois (if a foreign corporation): February 21, 2002  
(Month & Day) (Year)

(Complete No. 4 and No. 5 if adopting or changing an assumed corporate name.)

4. The corporation intends to adopt and to transact business under the assumed corporate name of:

Orizzonte Communications5. The right to use the assumed corporate name shall be effective from the date this application is filed by the Secretary of State until February 1, 2010, the first day of the corporation's anniversary month in the next year which is evenly divisible by five.  
(Month & Day) (Year)

(Complete No. 6 if changing or cancelling an assumed corporate name.)

6. The corporation intends to cease transacting business under the assumed corporate name of:

7. The undersigned corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true.

Dated

November 28, 2005

(Month &amp; Day)

(Year)

*Daniel M. Marlo*

(Any Authorized Officer's Signature)

Daniel M. Marlo, Secretary

(Type or Print Name and Title)

Epana Networks, Inc.

(Exact Name of Corporation)

NOTE: The filing fee to adopt an assumed corporate name is \$150 if the current year ends with either 0 or 5, \$120 if the current year ends with either 1 or 6, \$90 if the current year ends with either 2 or 7, \$60 if the current year ends with either 3 or 8, \$30 if the current year ends with either 4 or 9.  
The fee for cancelling an assumed corporate name is \$5.00.  
The fee to change an assumed name is \$25.00.



## OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

DECEMBER 21, 2005

6208-256-9

CSC NETWORKS  
801 ADLAI STEVENSON DR  
SPRINGFIELD, IL 62703

RE EPANA NETWORKS, INC.

DEAR SIR OR MADAM:

APPLICATION TO ADOPT AN ASSUMED NAME HAS BEEN PLACED ON FILE AND THE CORPORATION CREDITED WITH THE REQUIRED FEE.

THE DUPLICATE COPY IS ENCLOSED.

SINCERELY,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE  
SECRETARY OF STATE  
DEPARTMENT OF BUSINESS SERVICES  
CORPORATION DIVISION  
TELEPHONE (217) 782-6961

JW:CD

Form **BCA-4.15/4.20**

(Rev. Jan. 2003)

**APPLICATION TO ADOPT,  
CHANGE OR CANCEL,  
AN ASSUMED CORPORATE NAME**

File # 02082869

**SUBMIT IN DUPLICATE**

Jesse White  
Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-9520  
www.cyberdriveillinois.com

**FILED**

**DEC 21 2005**

JESSE WHITE  
SECRETARY OF STATE

This space for use by  
Secretary of State

Date 12-21-05

Filing Fee 50.00

Approved: lt

Remit payment in check or money  
order, payable to "Secretary of State".

1. CORPORATE NAME: Epana Networks, Inc.

2. State or Country of Incorporation: Delaware

3. Date incorporated (if an Illinois corporation) or date authorized to transact business in Illinois (if a foreign corporation): February 21, 2002  
(Month & Day) (Year)

(Complete No. 4 and No. 5 if adopting or changing an assumed corporate name.)

4. The corporation intends to adopt and to transact business under the assumed corporate name of:

Via Communications Group

5. The right to use the assumed corporate name shall be effective from the date this application is filed by the Secretary of State until February 1, 2010, the first day of the corporation's anniversary month in the next year which is evenly divisible by five.  
(Month & Day) (Year)

(Complete No. 6 if changing or cancelling an assumed corporate name.)

6. The corporation intends to cease transacting business under the assumed corporate name of:

7. The undersigned corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true.

Dated November 28, 2005  
(Month & Day) (Year)

Daniel M. Marlo  
(Any Authorized Officer's Signature)

Daniel M. Marlo, Secretary  
(Type or Print Name and Title)

Epana Networks, Inc.  
(Exact Name of Corporation)

NOTE: The filing fee to adopt an assumed corporate name is \$150 if the current year ends with either 0 or 5, \$120 if the current year ends with either 1 or 6, \$90 if the current year ends with either 2 or 7, \$60 if the current year ends with either 3 or 8, \$30 if the current year ends with either 4 or 9.  
The fee for cancelling an assumed corporate name is \$5.00.  
The fee to change an assumed name is \$25.00.



## OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

JANUARY 4, 2006

6208-256-9

CSC NETWORKS  
801 ADLAI STEVENSON DRIVE  
SPRINGFIELD, IL 62703

RE EPANA NETWORKS, INC.

DEAR SIR OR MADAM:

APPLICATION TO ADOPT AN ASSUMED NAME HAS BEEN PLACED ON FILE AND THE CORPORATION CREDITED WITH THE REQUIRED FEE.

THE DUPLICATE COPY IS ENCLOSED.

SINCERELY,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE  
SECRETARY OF STATE  
DEPARTMENT OF BUSINESS SERVICES  
CORPORATION DIVISION  
TELEPHONE (217) 782-6961

JW:CD

Form **BCA-4.15/4.20**

(Rev. Jan. 2003)

Jesse White  
Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-9620  
www.cyberdriveillinois.com

Remit payment in check or money  
order, payable to "Secretary of State".

**APPLICATION TO ADOPT,  
CHANGE OR CANCEL,  
AN ASSUMED CORPORATE NAME**

**FILED****JAN 04 2006**

**JESSE WHITE  
SECRETARY OF STATE**

File #

0208 2569

SUBMIT IN DUPLICATE

This space for use by  
Secretary of State

Date

1-4-06

Filing Fee  
(See Note Below)  
Approved:

\$120.00

1. CORPORATE NAME: Epana Networks, Inc.2. State or Country of Incorporation: Delaware

3. Date incorporated (if an Illinois corporation) or date authorized to transact business in Illinois (if a foreign corporation): February 21 2002  
(Month & Day) (Year)

(Complete No. 4 and No. 5 if adopting or changing an assumed corporate name.)

4. The corporation intends to adopt and to transact business under the assumed corporate name of:

DEAR Telecom

5. The right to use the assumed corporate name shall be effective from the date this application is filed by the Secretary of State until February 1 2010, the first day of the corporation's anniversary month in the next year which is evenly divisible by five.  
(Month & Day) (Year)

(Complete No. 6 if changing or cancelling an assumed corporate name.)

6. The corporation intends to cease transacting business under the assumed corporate name of:

7. The undersigned corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true.

Dated

December 19

2005

(Month &amp; Day)

(Year)

[Signature]

(Any Authorized Officer's Signature)

Daniel M. Marlo, Secretary

(Type or Print Name and Title)

Epana Networks, Inc.

(Exact Name of Corporation)

NOTE: The filing fee to adopt an assumed corporate name is \$150 if the current year ends with either 0 or 5, \$120 if the current year ends with either 1 or 6, \$90 if the current year ends with either 2 or 7, \$60 if the current year ends with either 3 or 8, \$30 if the current year ends with either 4 or 9.  
The fee for cancelling an assumed corporate name is \$5.00.  
The fee to change an assumed name is \$25.00.

**ATTACHMENT B3**

**Contract with Underlying Carrier**

***(Filed Under Seal)***